

B 210A (Form 210A) (12/09)

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re Motors Liquidation Company, et al.

Case No. 09-50026 (REG)
(Jointly Administered)

Debtors.

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Merrill Lynch Credit Products, LLC

Name of Transferee

Name and Address where notices to transferee should be sent:

Merrill Lynch Credit Products, LLC
c/o Bank of America Merrill Lynch
Bank of America Tower, 3rd Floor
One Bryant Park
New York, NY 10036

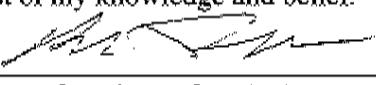
Phone: 646-855-7450

Last Four Digits of Acct #: _____

Name and Address where transferee payments should be sent (if different from above):

Phone: _____
Last Four Digits of Acct #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 

Date: 2/7/2011

Transferee/Transferee's Agent

Ron Torok

*P*enalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EXHIBIT A

EVIDENCE OF TRANSFER OF CLAIM

TO: THE GUARANTOR AND THE BANKRUPTCY COURT

Assignor: Wells Fargo Bank Northwest, National Association,
in its capacity as Indenture Trustee

Assignee: Merrill Lynch Credit Products, LLC

For value received, the adequacy and sufficiency of which are hereby acknowledged, Assignor hereby unconditionally and irrevocably sells, transfers and assigns to Assignee, all of Assignor's right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) as set forth in Proof of Claim No. 70413 in the aggregate amount of \$18,091,469.09 (the "Assigned Claim") against Motors Liquidation Company (the "Guarantor"), debtor in possession in Case No. 09-50026 in the United States Bankruptcy Court, Southern District of New York.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Guarantor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim for all purposes, including, without limitation, voting and distribution purposes. Assignor further directs the Guarantor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of Assigned Claim, shall be delivered or made to the Assignee.

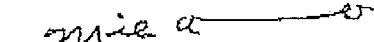
IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED
THIS 16 day of November 2010.

Merrill Lynch Credit Products, LLC

By: 

Name: Ronald Turok
Title: Vice president

Wells Fargo Bank Northwest, National
Association, in its capacity as Indenture
Trustee

By: 

Name: Michael Arsenault
Title: Assistant Vice President